

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

AGERE SYSTEMS INC.

Plaintiff,

v.

ATMEL CORPORATION

Defendant.

Case No.: 02-864 (LDD)

**EXHIBITS A-E TO AGERE'S OPPOSITION TO NON-PARTY ROHM COMPANY,
LIMITED'S MOTION TO INTERVENE AND FOR MODIFICATION OF THE
COURT'S JUNE 19, 2006 ORDER DISMISSING THE UNDERLYING ACTION**

Paul J. Kennedy (Atty. I.D. No. 39291)
PEPPER HAMILTON LLP
3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, Pennsylvania 19103-2799
Tel: (215) 981-4000
Fax: (215) 981-4750
Attorney for Plaintiff Agere Systems Inc.

Of Counsel:

John M. Desmarais
Michael P. Stadnick
Timothy K. Gilman
KIRKLAND & ELLIS LLP
153 East 53rd Street
New York, New York 10022-4675
Tel: (212) 446-4800
Fax: (212) 446-4900

Date: July 14, 2006

EXHIBIT A

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Citigroup Center
153 East 53rd Street
New York, New York 10022-4611

John M. Desmarais
To Call Writer Directly:
212 446-4739
jdesmarais@kirkland.com

212 446-4800
www.kirkland.com

Facsimile:
212 446-4900

June 16, 2006

BY HAND DELIVERY AND FACSIMILE

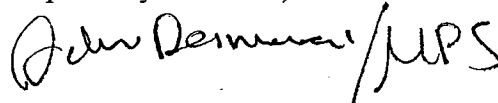
Honorable Legrome D. Davis
United States District Court Judge
Eastern District of Pennsylvania
United States Courthouse
601 Market Street, Room 6614
Philadelphia, PA 19106

Re: *Agere Systems, Inc. v. Atmel Corporation*
Case No. 02-CV-864 LDD (E.D. Pa.)

Dear Judge Davis:

I am writing to inform the Court that the parties to the above-referenced action have agreed on the terms of a settlement that resolves all pending litigation between the parties in light of a patent cross-license agreement that has now been signed. The license agreement will become effective upon execution of the enclosed Stipulation and Proposed Order to Vacate and Dismiss With Prejudice. Exhibit A, the settlement agreement, will follow under seal. As indicated in my letter earlier today, Agere believes that this Court has discretion to grant the parties' joint request to vacate the jury verdict and pertinent non-final orders. Should the Court have any questions or concerns regarding the settlement or proposed order, the parties are available to address them at the Court's convenience.

Respectfully submitted,

Handwritten signature of John M. Desmarais in black ink, followed by the initials "MPS" in a stylized, slanted font.

John M. Desmarais

enclosure

cc: Michael A. Morse, Esq. (by facsimile)
Robert T. Haslam, Esq. (by facsimile)

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

AGERE SYSTEMS INC.,

Plaintiff,

v.

ATMEL CORPORATION,

Defendant.

Case No.: 02-864 (LDD)

**STIPULATION AND [PROPOSED] ORDER
TO VACATE AND DISMISS WITH PREJUDICE**

IT IS HEREBY stipulated and agreed between Plaintiff Agere Systems Inc. ("Agere") and Defendant Atmel Corporation ("Atmel"), through their respective undersigned counsel, that, pursuant to the parties' Settlement Agreement:

(A) all of the claims and counterclaims of the above-referenced action are hereby dismissed with prejudice pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure, each side to bear its own attorneys' fees and costs;

(B) the parties jointly request that the Court's summary judgment orders, jury verdicts, and judgments based thereon, including the March 28, 2005 Order of Civil Judgment and the underlying jury verdict, be vacated; and

(C) the parties request the Court retain jurisdiction to enforce the provisions of the Settlement Agreement attached hereto as Exhibit A and the related Confidential Settlement & Patent License Agreement referred to therein.

By /s/ Paul J. Kennedy

Paul J. Kennedy
PEPPER HAMILTON, LLP
300 Logan Square
Eighteenth and Arch Streets
Philadelphia, Pennsylvania 19103
Telephone: (215) 981-4194
Facsimile: (215) 981-4750

John M. Desmarais

By /s/ Michael A. Morse

Michael A. Morse
Gregory P. Miller
MILLER, ALFANO & RASPANTI, P.C.
1818 Market Street, Suit 3402
Philadelphia, PA 19103
Telephone: (215) 972-6400
Facsimile: (215) 981-0082

Robert T. Haslam

Michael P. Stadnick
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022-4675
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Attorneys for Plaintiff Agere Systems Inc.

Dated: June __, 2006

HELLER EHRMAN WHITE
& McAULIFFE LLP
275 Middlefield Road
Menlo Park, California 94025-3506
Telephone: (650) 324-7000
Facsimile: (650) 324-0638

Attorneys for Defendant Atmel Corporation

Dated: June __, 2006

The Court, having considered the parties' STIPULATION AND [PROPOSED] ORDER TO
VACATE AND DISMISS WITH PREJUDICE, HEREBY ORDERS:

(A) this action is hereby dismissed with prejudice, each side to bear its own attorneys' fees and costs;

(B) the Court's summary judgment orders, jury verdicts, and judgments based thereon, including the March 28, 2005 Order of Civil Judgment and the underlying jury verdict, are hereby vacated; and

(C) the Court retains jurisdiction to enforce the provisions of the Settlement Agreement attached hereto as Exhibit A and the related Confidential Settlement & Patent License Agreement referred to therein. referred to therein.

DATED: June __, 2006

The Honorable Legrome D. Davis
United States District Judge

EXHIBIT B

UNITED STATES DISTRICT COURT

EASTERN DISTRICT OF PENNSYLVANIA

UNITED STATES DISTRICT JUDGE

8614 UNITED STATES COURTHOUSE

INDEPENDENCE MALL

PHILADELPHIA, PENNSYLVANIA 19106-1743

CHAMBERS OF
LEGROME D. DAVIS
UNITED STATES DISTRICT JUDGE

(267) 299-7650

June 15, 2006

Paul J. Kennedy
Pepper Hamilton LLP
3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, PA 19103-2799

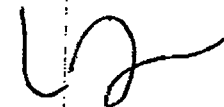
Michael A. Morse
Miller, Alfano & Raspanti, P.C.
1818 Market Street, Suite 3402
Philadelphia, PA 19103

RE: Agere Systems, Inc. v. Atmel Corporation; 02-CV-0864

Dear Sirs:

I understand that discussions with regard to settlement are continuing. When we spoke on the telephone earlier this afternoon, the parties asked if I would be willing to vacate the jury verdict and the prior rulings in this case if the settlement agreement so provided. I indicated, preliminarily, that I would be willing to do so. However, my initial research leads me to believe that it is unclear that this is a permissible result. While I will consider a request to vacate the prior rulings and the jury verdict, my ultimate decision must be consistent with the law. As such, I intend to conduct a more thorough examination of the law regarding this issue.

Sincerely,



Legrome D. Davis, J.

cc: Robert T. Haslam, Esquire
John M. Desmarais, Esquire

EXHIBIT C

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

AGERE SYSTEMS, INC.,
Plaintiff,

FILED JUN 19 2006

CIVIL ACTION

v.

ATMEL CORPORATION,
Defendant.

ENTERED

NO. 02-CV-864

JUN 19 2006

**CLERK OF COURT
ORDER**

AND NOW, this 19th day of June 2006, upon consideration of the parties' Stipulation and [Proposed] Order to Vacate and Dismiss with Prejudice filed with the Court on June 16, 2006, it is hereby ORDERED as follows:

1. This action is hereby DISMISSED with prejudice, each side to bear its own attorneys' fees and costs.
2. The Court's summary judgment orders, jury verdicts, and judgments based thereon, including the March 28, 2005 Order of Civil Judgment and the underlying jury verdict, are hereby vacated.
3. The Court retains jurisdiction to enforce the provisions of the Settlement Agreement and the related Confidential Settlement & Patent License Agreement referred to therein.

BY THE COURT:



Legrome D. Davis, J.

EXHIBIT D

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

AGERE SYSTEMS INC.,

Plaintiff,

v.

ATMEL CORPORATION,

Defendant. By

FILED

JUN 26 2006

Case No.: 04-5118 (TON)

MICHAEL E. KUNZ, Clerk
Dep. Clerk

**STIPULATION AND [PROPOSED]
ORDER TO DISMISS WITH PREJUDICE**

IT IS HEREBY stipulated and agreed between Plaintiff Atmel Corporation ("Atmel") and Defendant Agere Systems Inc. ("Agere"), through their respective undersigned counsel, that, pursuant to the parties' Settlement Agreement, all of the claims and counterclaims of the above-referenced action are hereby dismissed with prejudice pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure, each side to bear its own attorneys' fees and costs.

By /s/ Michael A. Morse

Michael A. Morse
Gregory P. Miller
MILLER, ALFANO & RASPANTI, P.C.
1818 Market Street, Suite 3402
Philadelphia, PA 19103
Telephone: (215) 972-6400
Facsimile: (215) 981-0082

Robert T. Haslam
HELLER EHRMAN WHITE
& McAULIFFE LLP
275 Middlefield Road
Menlo Park, California 94025-3506
Telephone: (650) 324-7000
Facsimile: (650) 324-0638

Attorneys for Plaintiff Atmel Corporation

Dated: June __, 2006

By /s/ Paul J. Kennedy

Paul J. Kennedy
PEPPER HAMILTON, LLP
300 Logan Square
Eighteenth and Arch Streets
Philadelphia, Pennsylvania 19103
Telephone: (215) 981-4194
Facsimile: (215) 981-4750

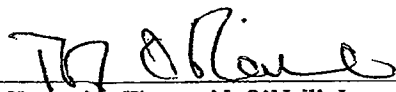
John M. Desmarais
Alan S. Kellman
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022-4675
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Attorneys for Defendant Agere Systems Inc.

Dated: June __, 2006

IT IS SO ORDERED.

DATED: June ²⁶ , 2006



The Honorable Thomas N. O'Neill, Jr.
United States District Judge

ENTERED

JUN 26 2006

CLERK OF COURT

EXHIBIT E

****E-filed 6/21/06****

Robert T. Haslam (Bar No. 71134)
Michael K. Plimack (Bar No. 133869)
Amy K. Van Zant (Bar No. 197426)
HELLER EHRMAN WHITE & McAULIFFE LLP
275 Middlefield Road
Menlo Park, California 94025-3506
Telephone (650) 324-7000
Facsimile: (650) 324-0638

Attorneys for Plaintiff Atmel Corporation

David S. Shukan (Bar No. 143683)
KIRKLAND & ELLIS LLP
777 South Figueroa Street
Los Angeles, California 90017-5800
Telephone: (213) 680-8400
Facsimile: (213) 680-8500

John M. Desmarais (*pro hac vice*)
Thomas D. Pease (*pro hac vice*)
Alan S. Kellman (*pro hac vice*)
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022-4675
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Attorneys for Defendant Agere Systems Inc.

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION**

ATMEL CORPORATION,

Plaintiff,

v.

AGERE SYSTEMS INC.,

Defendant.

Case No.: C-03-4632-JF (RS)

**STIPULATION AND [PROPOSED]
ORDER TO DISMISS WITH
PREJUDICE**

Judge: Honorable Jeremy Fogel

1 IT IS HEREBY stipulated and agreed between Plaintiff Atmel Corporation ("Atmel") and
2 Defendant Agere Systems Inc. ("Agere"), through their respective undersigned counsel, that all of the
3 claims of the above-referenced action are hereby dismissed with prejudice pursuant to Rule
4 41(a)(1)(ii) of the Federal Rules of Civil Procedure, each side to bear its own attorneys' fees and
5 costs.

6
7
8 DATED: June 20, 2006

HELLER EHRMAN WHITE & McAULIFFE LLP

9 By /s/ Robert T. Haslam

10 Robert T. Haslam

11 Attorneys for Plaintiff Atmel Corporation

12 ATMEL CORPORATION

13 DATED: June 20, 2006

KIRKLAND & ELLIS LLP

14
15 By /s/ Alan S. Kellman

16 Alan S. Kellman

17 Attorneys for Defendant Agere Systems Inc.

18 PURSUANT TO STIPULATION, IT IS SO ORDERED.

19
20
21 DATED: June 21, 2006



22 The Honorable Jeremy Fogel
23 United States District Judge
24
25
26
27
28